

258025

*Anchors, Foster, Mc Innis & Keefe, P. A.*  
*Attorneys at Law*

909 MAR WALT DRIVE, SUITE 1014  
FT. WALTON BEACH, FLORIDA 32547-6711

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
92 APR 24 PM 2:51

G. LEDON ANCHORS  
W. SCOTT FOSTER\*  
C. JEFFREY MCINNIS  
LAWRENCE KEEFE  
MICHELLE ANCHORS

AREA CODE 850  
TELEPHONE 863-4064  
FAX 862-1138  
E-MAIL: AFMK@CYBERTRON.COM

\* ALSO ADMITTED IN ALABAMA

April 22, 2002

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

000005336510--2  
-04/24/02--01029--008  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

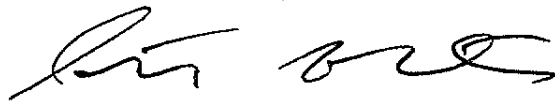
RE: Dissolution of Smith's Town Shop, Inc. (the "Company")

Dear Sir:

I am enclosing the original and one copy of the Article of Dissolution in connection with the liquidation of the above referenced Company, as well as the resolution passed in regard thereto. I am also enclosing our firm check in the amount of \$43.75 to cover the cost of dissolving the Company in question. If you need any further documentation in order to dissolve the Company, please let me know. If you do not and if you find the enclosures in order, it would be appreciated if you would take the necessary steps to formally dissolve the Company. If you have any questions or problems concerning this matter, please call me collect or in my absence my secretary, Linda. Thereafter, please provide this office with a certificate evidencing that the Company has been dissolved.

Sincerely yours,

ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.



William Scott Foster

Enclosures

cc: Gloria R. Smith

*Toldis.*

V SHEPARD MAY 1 2002

STATE OF FLORIDA )  
COUNTY OF OKALOOSA )

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 APR 24 PM 2:51

ARTICLES OF DISSOLUTION

1. The name of the corporation is Smith's Town Shop, Inc., a Florida corporation (the "Corporation").

2. The names and respective addresses of the officers of the Corporation are:

President	Gloria Roberts Smith
Secretary	Gloria Roberts Smith

3. The name of the sole Director of the Corporation is Gloria Roberts Smith and such party's mailing address for purposes hereof is 200 Miracle Strip Parkway SE, Unit 901, Fort Walton Beach, Florida 32548.

4. All debts, liabilities and other obligations of the Corporation have been paid and discharged or adequate provision has been made therefore.

5. After applying the property and assets of the Corporation to the payment of its debts, liabilities and other obligations, the remaining property and assets of the Corporation have been distributed to the following Stockholders in the following proportions:

<u>STOCKHOLDER</u>	<u>PERCENTAGE INTEREST</u>
Gloria Roberts Smith	35%
Gloria Roberts Smith as Personal Representative of the Estate of Henry Gene Smith	35%
Gregory Russell Smith	15%
Gigi Goldstein	15%

6. There are no actions pending against the Corporation in any Court.

7. A copy of the resolution to dissolve the Corporation adopted by the Board of Directors of the Corporation is attached. Also, the attached resolution was adopted by all of the Stockholders of the Corporation on the same date that the same was adopted by the Board of Directors.

WITNESSES:

[Signature]  
Print Name: G. LANE HIGGINS

[Signature]  
Print Name: LENA MURPHY

Smith's Town Shop, Inc.

By: [Signature]  
Gloria Roberts Smith  
President

ATTEST:

[Signature]  
Gloria Roberts Smith  
Secretary

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Before me personally appeared Gloria Roberts Smith, the President and Secretary of the Corporation, and such person acknowledged before me that such person executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 9 day of April, 2002.


[Signature]  
Notary Public  
My Commission Expires:



CERTIFICATE

I do hereby certify that I am the duly elected and acting President of Smith's Town Shop, Inc., a Florida corporation (the "Company"), and that Exhibit "A" attached hereto and made a part hereof is a true and correct copy of a resolution duly adopted by the Board of Directors and the Stockholders of the Company in connection with the complete liquidation of the Company under the laws of its state of incorporation.

WITNESS my hand as Secretary of the Company this 10 day of April, 2002.

  
Gloria Roberts Smith, President

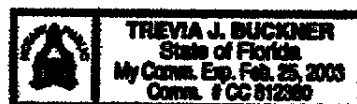
STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me personally appeared Gloria Roberts Smith, the President of the Company, and such person acknowledged before me that such person executed the foregoing instrument on behalf of such Company.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 10 day of April, 2002.

  
Notary Public  
My Commission Expires:



(Unanimous Written Consent of  
the Board of Directors and Stockholders)

COMPANY: Smith's Town Shop, Inc., a Florida corporation  
(the "Company")

DATE: Effective as of January 1, 2002

The undersigned, being all the Directors and Stockholders of the Company, do hereby unanimously consent and approve the following resolutions, all effective as of the date set forth above:

RESOLVED, that the Company shall be liquidated and dissolved in accordance with the following plan of complete liquidation (herein called the "Plan") to be finalized in all events by December 31 of this year.

1. The President of the Company, Gloria Roberts Smith, (the "Authorized Officer") shall be authorized and empowered to sell or otherwise liquidate any and all of the assets of the Company which, in such officer's reasonable judgment, should be sold or liquidated to facilitate the liquidation of the Company, which sale shall take place by December 31st of this year (if at all).

- 2. Prior to the final liquidation of the Company:**

- (a) All then known debts, obligations and liabilities of the Company which can then be paid shall be paid, or the payment thereof shall be provided for, all as soon as practicable.

The term "debts, obligations and liabilities" shall include, but shall not be limited to, (i) expenses incident to the conduct and winding up of the business and affairs of the Company, (ii) expenditures or allowances made or incurred incident to the sale, liquidation or distribution of the assets of the Company, and (iii) attorneys' and accountants' expenses.

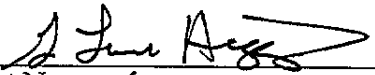
- (b) After, and only after, paying or providing for the payment of said debts, liabilities and obligations, there shall be distributed, from time to time as determined and authorized by the Board of Directors of the Company, the remaining assets of the Company to the Stockholders.

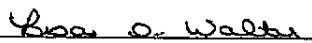
3. The Board of Directors of the Company shall be authorized and empowered to correct any defect or supply any omission in the Plan and reconcile any inconsistency or conflict in the Plan.

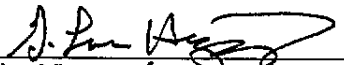
4. Upon the distribution of the remaining assets of the Company pursuant to the Plan, the Company shall be dissolved pursuant to the laws of the state in which the Company was established (which dissolution shall take place on or before December 31st of this year).


5. The Authorized Officer of the Company shall be authorized, empowered and directed in the name and on behalf of the Company, and under its seal, where desired, to execute, attest, and deliver all contracts, conveyances, bills of sale, assignments, transfers, agreements, letters, notices, certificates, receipts, consents, releases and other instruments and documents deemed by the Authorized Officer of the Company to be proper in carrying out the Plan and to do any and all such acts, deeds and things as the Authorized Officer may deem necessary or appropriate to consummate any sale of any assets of the Company, or to effectuate or carry out the Plan or to effect the dissolution of the Company.

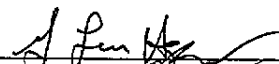
WITNESSES:

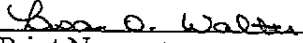
  
Print Name: G. LANE HIGGINS

  
Print Name: LISA O. WALTER

  
Print Name: G. LANE HIGGINS


  
Print Name: LISA O. WALTER

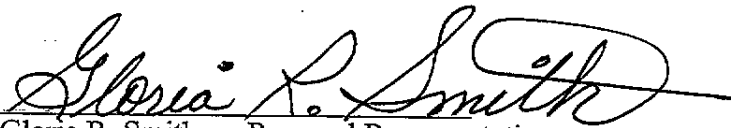
  
Print Name: GREGORY RUSSELL SMITH  
LANE HIGGINS


  
Print Name: LISA O. WALTER

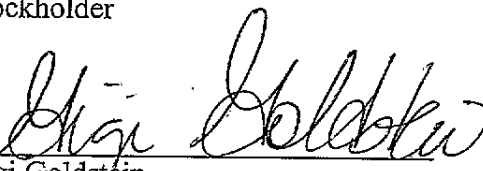
  
Print Name: CHRISTI GOLDSTEIN

  
Print Name: JOHN C. STRACEY

  
Gloria R. Smith -  
Director/Stockholder

  
Gloria R. Smith as Personal Representative  
of the Estate of Henry Gene Smith  
Stockholder

  
Gregory Russell Smith -  
Stockholder

  
Gigi Goldstein -  
Stockholder